

ROBERT B. BAUMGARTNER & ASSOCIATES, P.L.C.
COUNSELOR AT LAW

"THE INNS OF COURT"
10482 ARMSTRONG STREET
FAIRFAX, VIRGINIA 22030

TELEPHONE: (703) 273-1188
TELEFAX: (703) 352-4282
EMAIL: RBAUMGARTNER@LAWVIRGINIA.COM

F01000001555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 17 PM 12:22

September 12, 2001

VIA: FEDERAL EXPRESS

Department of State
Amendment Section
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: Application for Amendment
eModel.com, Inc. to eModel, Inc.

100004589271--7
-09/17/01--01004--008
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed is a completed Application for Amendment for the corporation name of eModel.com, Inc. to eModel, Inc, the original Receipt from the State of Delaware and a copy of the Certificate of Amendment.

Also, enclosed is a check for \$43.75, which is the total sum due for filing and return of a Certified Copy.

Please take all steps necessary to record this Amendment within the State of Florida corporate records. Please contact me if there are questions.

Very truly yours,

Deeanne Shelters

Deeanne Shelters
Secretary to
Robert B. Baumgartner

Encl.

N/C

V SHEPARD SEP 24 2001

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 SEP 17 PM 12:23

1. eModel.com, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. March 21, 2001
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 13, 2001 @3:30 p.m.

5. eModel, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

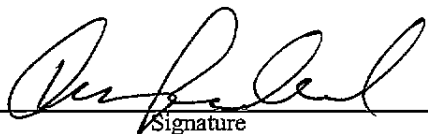
N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

New Jurisdiction


Signature

9/6/02
Date

Cortes W. Randell
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EMODEL.COM, INC.", CHANGING ITS NAME FROM "EMODEL.COM, INC." TO "EMODEL, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2001, AT 3:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3271922 8100

AUTHENTICATION: 1323896

010432389

DATE: 08-31-01

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION**eModel.com, Inc.**

eModel.com, Inc., a corporation organized and existing under, and by virtue of General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation:

RESOLVED, that the Certificate of Incorporation of eModel.com, Inc. be amended by striking Article FIRST in its entirety and replacing therefore:

FIRST: The name of the Corporation is: eModel, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said eModel.com, Inc. has caused this certificate to be signed and attested to by its duly authorized officer this 27 day of August, 2001.

eModel.com, Inc.By: Name: Cortes W. RandellTitle: PresidentDate: 8-27-01